

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

Re: D.I. 2159 & 2249

**CERTIFICATION OF COUNSEL REGARDING NOTICE OF FILING OF
SEVENTEENTH POST-CLOSING DESIGNATION NOTICE**

The undersigned counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby certify as follows:

1. On January 2, 2025, the Bankruptcy Court entered the *Order (I) Approving the Asset Purchase Agreement, (II) Authorizing and Approving the Sale of Certain of the Debtors’ Assets Free and Clear of All Claims, Liens, Rights, Interests, Encumbrances, and Other Assumed Liabilities and Permitted Encumbrances, (III) Authorizing and Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* [D.I. 1556] (the “**Sale Order**”).²

2. On March 2, 2025, pursuant to the Sale Order, the Debtors filed the *Notice of Filing of Seventeenth Post-Closing Designation Notice* [D.I. 2159] (the “**Notice**”). Attached as

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

² Capitalized terms not defined herein are used as defined in the Sale Order.

Exhibit A to the Notice was the *Notice of Designation of Designated Asset* from Gordon Brothers Retail Partners, LLC (“**GBRP**”) that designated twelve of the Debtors’ unexpired leases of nonresidential real property (the “**Leases**” on the “**Lease Schedule**”) for assumption by the Debtors and assignment to the identified purchasers,³ and identified the landlord associated with each Lease (collectively, the “**Landlords**”).

3. Attached as Exhibit C to the Notice was a proposed form of order (the “**Proposed Order**”) approving the assumption and assignment for the Leases scheduled on the Lease Schedule and fixing the Cure Costs at the amounts set forth on Exhibit B to the Notice.

4. Pursuant to the Notice, objections to the assumption and assignment of the Leases were to be filed no later than March 17, 2025, at 4:00 p.m. (ET).

5. On March 10, 2025, the Debtors filed the *Notice of Amended Cure Amounts for Seventeenth Post-Closing Designation Notice* [D.I. 2199] (the “**Amended Notice**”). The amended cure costs for the Leases were attached as Exhibit A to the Amended Notice.

6. On March 17, 2025, UE Revere LLC (“**Revere**”) filed the *Objection of UE Revere LLC to Notice of Filing of Seventeenth Post-Closing Designation Notice and Notice of Amended Cure Amounts for Seventeenth Designation Notice* [D.I. 2249], regarding the Lease of Store #4658, located at 151 VFW Parkway, Suite 50, Revere, Massachusetts 02151 (the “**Revere Lease**”).

7. Pursuant to the Amended Notice, objections were to be filed no later than March 24, 2025, at 4:00 p.m. (ET).

³ By store number, the twelve designated Leases are as follows: 809, 1012, 1155, 1218, 1595, 1742, 1890, 4658, 4753, 5118, 5144, and 5238.

8. GBRP and the proposed assignee for the Revere Lease, Burlington Coat Factory of Texas, L.P. (“**Burlington**”), have reached a consensual agreement with Revere to resolve their objection, and the parties have agreed on a revised form of order (the “**Revised Order**”), attached as **Exhibit 1** hereto.

9. GBRP, Burlington, and Revere have reviewed the Revised Order and consent to its entry.

10. The Debtors, GBRP, Burlington and Revere now request that the Court enter the Revised Order. For the convenience of the Court and all parties in interest, a redline comparing the Revised Order to Proposed Order is attached hereto as **Exhibit 2**.

WHEREFORE, the Debtors respectfully request that the Court enter the Revised Order at its earliest convenience.

Dated: April 14, 2025
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Casey B. Sawyer

Robert J. Dehney, Sr. (No. 3578)
Andrew R. Remming (No. 5120)
Daniel B. Butz (No. 4227)
Casey B. Sawyer (No. 7260)
Brianna N. V. Turner (No. 7468)
1201 N. Market Street, 16th Floor
P.O. Box 1347
Wilmington, DE 19899-1347
Telephone: (302) 658-9200
Facsimile: (302) 658-3989
rdehney@morrisnichols.com
aremming@morrisnichols.com
dbutz@morrisnichols.com
csawyer@morrisnichols.com
bturner@morrisnichols.com

-and-

DAVIS POLK & WARDWELL LLP

Brian M. Resnick (admitted *pro hac vice*)
Adam L. Shpeen (admitted *pro hac vice*)
Stephen D. Piraino (admitted *pro hac vice*)
Ethan Stern (admitted *pro hac vice*)
450 Lexington Avenue
New York, NY 10017
Tel.: (212) 450-4000
brian.resnick@davispolk.com
adam.shpeen@davispolk.com
stephen.piraino@davispolk.com
ethan.stern@davispolk.com

Counsel to the Debtors and Debtors in Possession